## **EXHIBIT 16**

DECLARATION OF MARC WOLINSKY IN SUPPORT OF HP'S REPLY MEMORANDUM IN FURTHER SUPPORT OF PRELIMINARY APPROVAL OF THE SETTLEMENT AND OPPOSITION TO THE MOTIONS TO INTERVENE AND SEVER From: Levy, Vincent G.

**Sent:** Friday, July 25, 2014 5:16 PM

**To:** Greenfield, Richard D. (Greenfield & Goodman)

Cc: Wolinsky, Marc; Schatz, Steven M. (Wilson Sonsini Goodrich & Rosati, PC); Sonnenfeld,

Marc J. (Morgan, Lewis & Bockius LLP); Shepherd, Scott Rhead (Shepherd, Finkelman,

Miller & Shah LLC); Zhou, David

**Subject:** RE: HP Autonomy Derivative Litigation

Attachments: HP\_DER\_001.pdf

The governance revisions are enclosed, and produced pursuant to the confidentiality agreement.

Vincent G. Levy
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street | New York, NY 10019
212-403-1115 (Direct Phone) | (212) 403-2115 (Direct Fax)

From: Richard Greenfield [mailto:whitehatrdg@earthlink.net]

Sent: Thursday, July 24, 2014 3:17 PM

To: Levy, Vincent G.

Cc: Wolinsky, Marc; Schatz, Steven M. (Wilson Sonsini Goodrich & Rosati, PC); Sonnenfeld, Marc J. (Morgan, Lewis &

Bockius LLP); Shepherd, Scott Rhead (Shepherd, Finkelman, Miller & Shah LLC)

Subject: HP Autonomy Derivative Litigation

## Vincent and Marc:

As a follow-up to your July 7 e-mail, I would appreciate receiving, as soon as it is made available generally, the "confidential" details of the proposed settlement so that they may be considered by us and our clients. In particular, the Stipulation of Settlement, includes, among the settlement terms, the language quoted below. There may be other terms, as well, that are "confidential" which have not been filed publicly.

We and our clients have executed the Confidentiality Agreement filed with the Court (Docket # 149-2) and they are attached. The documents produced should be provided to me and to Scott Shepherd and we, in turn, will forward them to our clients and, as well, to Ms. Luzon and to Ms. Brookler.

Inasmuch as I will be traveling during the next four weeks, if you need to contact me, please do so by e-mail.

Thank you for your cooperation.

## Richard

HP is in the process of implementing certain enhancements to its policies and procedures for evaluating potential mergers and acquisitions. Id. These enhancements provide for greater involvement in the M&A process by the Finance and Investment Committee as well as the Technology Committee of the Board. The due- diligence process would be enhanced, with additional training for persons taking part in the company's due-diligence efforts and due-diligence plans subject to greater oversight. There would be additional and enhanced oversight for larger transactions by key members of management who will form a newly chartered Risk Management Committee. And there would be periodic board- and management-level review of the company's processes for evaluating, reviewing, and approving mergers and acquisitions, including the criteria for considering potential M&A partners.

Andrew Copeland
Richard Greenfield
Scott Shepherd, Rose Luzon, Ilene Brookler
Martha Copeland
On Jul 7, 2014, at 5:26 PM, < <u>VGLevy@wlrk.com</u> > < <u>VGLevy@wlrk.com</u> > wrote:
As requested, here is a copy of the HP derivative settlement, which is an exhibit to the motion for preliminary approval. I have enclosed the motion as well as the other exhibit to the motion (Judge Walker's declaration).
Vincent G. Levy Wachtell, Lipton, Rosen & Katz 51 West 52nd Street   New York, NY 10019 (212) 403-1115 (Direct)   (212) 403-2115 (Fax) VGLevy@wlrk.com   www.wlrk.com
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Thank you in advance for your cooperation and assistance.
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